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Tarrant County Texas

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**NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON,
YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING
INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN
REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS:
YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.**

STATE OF TEXAS §
COUNTY OF TARRANT §

L058616*i*

KNOW ALL MEN BY THESE PRESENTS:

Electronically Recorded
Chesapeake Operating, Inc.

AMENDMENT TO OIL AND GAS LEASE

This Amendment of Oil and Gas Lease ("Amendment") is executed by Sherry Robinson and husband, Carl E. Robinson, whose address is 7329 Misty Meadow Dr. South, Fort Worth, TX 76133 ("Lessor"), and Chesapeake Exploration, L.L.C., the address of which is P. O. Box 18496, Oklahoma City, Oklahoma 73154-0496 and Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002 (collectively, "Lessee") for the purposes and considerations hereinafter expressed.

WHEREAS, Lessee is the current owner of the interest in and under that certain oil and gas lease (the "Lease") dated October 23, 2010 from Lessor to Chesapeake Exploration, L.L.C. recorded as document number D211003925, Real Property Records, Tarrant County, Texas.

WHEREAS, Total E&P USA, Inc. acquired an undivided 25% of Chesapeake Exploration, L.L.C.'s working interest in the aforementioned Lease and both desires to amend the Lease as follows.

1. Lessor's names are hereby **deleted** in their entirety and **replaced** by the following:

SHERRY ROBINSON joined herein pro forma by her husband, CARL E. ROBINSON,

2. In the event of a conflict between the terms and provisions of this Lease Amendment and the terms and provisions of the Lease, the terms and conditions of this Lease Amendment shall prevail as to the extent of such conflict.

3. This Lease Amendment shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, legal representatives, successors and assigns.

4. This Lease Amendment may be signed in any number of counterparts, each of which shall be considered an original for all purposes, with the same effect as if the signatures thereto and hereto were upon the same instrument.

EXECUTED on the date(s) subscribed to the acknowledgements below, but for all

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purposes effective as of the Effective Date of the Lease, which is November 4, 2010.

LESSOR:

Sherry Robinson

By: Sherry Robinson

Printed Name: Sherry Robinson

LESSOR:

Carl E. Robinson

By: Carl E. Robinson

Printed Name: Carl E. Robinson

LESSEE:

~~CHESAPEAKE EXPLORATION, L.L.C.~~

~~an Oklahoma limited liability company~~

By: Henry J. Hood

Henry J. Hood, Senior Vice President
Land and Legal & General Counsel

VS
CAB
ESM

LESSEE:

TOTAL E&P USA, INC.,
a Delaware corporation

By: Eric Bonnin

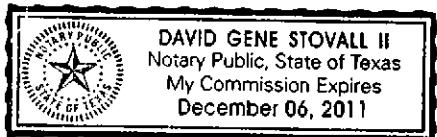
Eric Bonnin
Vice President, Business Development & Strategy

NY

ACKNOWLEDGEMENTS

STATE OF TEXAS §
§
§
COUNTY OF TARRANT §

This instrument was acknowledged before me on the 18th day of January, 2011, by Sherry Robinson and Carl E. Robinson.



Don M. Stoltz
Notary Public

My Commission Expires: 12/6/2011

STATE OF OKLAHOMA §
COUNTY OF Oklahoma §

This instrument was acknowledged before me on this 24th day of February, 2011, by Henry J. Hood, as Senior Vice President – Land & Legal and General Counsel of Chesapeake Operating, Inc., general partner of Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, on behalf of said limited liability company.

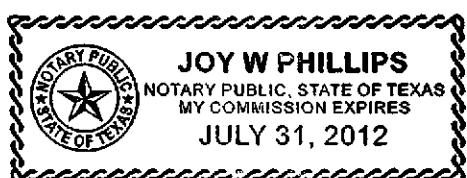


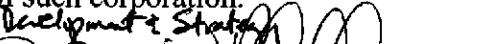
Notary Public, State of Oklahoma
Printed Name: Lauren Elliott
My commission expires: 5/15/2011

Konten & Return to:
Chesapeake Operating, Inc.
P.O. Box 18496
Oklahoma City, OK 73154

STATE OF Texas §
COUNTY OF Harris §

The foregoing instrument was acknowledged before me this 7th day of March, 2011, by Eric Bennin, Vice President, Business of TOTAL E&P USA, INC., a Delaware corporation, as the act and deed and on behalf of such corporation.



behalf of such corporation.
L Development & Strategy

Notary Public in and for the State of Texas